846044

UNITED STATES SECURITIES AND EXCHANGE COMMISSION



Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden

hours per response...1

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

FORM D

SEC USE ONLY									
Prefix	Serial								
DATI	RECEIVED								

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.) 2004 Initial Offering Filing Under (Check box(es) that [x] Rule 506 [] Section 4(6) [] ULOE [] Rule 504 [] Rule 505 apply): Type of Filing: [] New Filing [x] Amendment (FINAL FILING) A. BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.) CHISHOLM BANCSHARES, INC. THUNSON (Number and Street, City, State, Zip Code) Telephone Number FINANCIA Address of Executive Offices P. O. Box 1238, Decatur, Texas 76234 254/559-0420 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) N/A Brief Description of Business BANK HOLDING COMPANY. Type of Business Organization [x] corporation [] limited partnership, already formed [] other (please specify): | | business trust [] limited partnership, to be formed Month Year [xx] Actual [] Estimated Actual or Estimated Date of Incorporation or Organization: [0]6] [0]4] Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) [T][X]



A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [] Promoter [] Beneficial Owner [xx] Executive Officer [xx] Director [] General and/or Managing Partners
Full Name (Last name first, if individual) VAUGHAN, WILLIAM D.
Business or Residence Address (Number and Street, City, State, Zip Code) BOX 976, PARIS, TX 75460
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [xx] Director [] General and/or Managing Partners
Full Name (Last name first, if individual) WILSON, ROBERT M.
Business or Residence Address (Number and Street, City, State, Zip Code) 107 S. COWAN, DECATUR TX 76234
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [xx] Director [] General and/or Managing Partn
Full Name (Last name first, if individual) WOODRUFF, MASON L.
Business or Residence Address (Number and Street, City, State, Zip Code) BOX 977, DECATUR TX 76234
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [xx] Director [] General and/or Managing Partn
Full Name (Last name first, if individual) BURTON, CHARLES A.
Business or Residence Address (Number and Street, City, State, Zip Code) BOX 510, DECATUR TX 76234
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [xx] Director [] General and/or Managing Partn
Full Name (Last name first, if individual) BOYD, DERRICK
Business or Residence Address (Number and Street, City, State, Zip Code) 1385 OLD DECATUR RD., DECATUR TX 76234

Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [xx] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) SANDFORD, ANDREW
Business or Residence Address (Number and Street, City, State, Zip Code) 601 W. MAIN, DECATUR TX 76234
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [xx] Executive Officer [xx] Director [] General and/or Managing Partne
Full Name (Last name first, if individual) ROBINSON, DON A.
Business or Residence Address (Number and Street, City, State, Zip Code) 5604 PECOS CT., GRANBURY TX 76049
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [xx] Director [] General and/or Managing Partne
Full Name (Last name first, if individual) BELLAMY, DR. EARL
Business or Residence Address (Number and Street, City, State, Zip Code) 640 TWIN OAKS, PARIS TX 75460
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [xx] Director [] General and/or Managing Partne
Full Name (Last name first, if individual) JISHI, DR. BASIM
Business or Residence Address (Number and Street, City, State, Zip Code) 6015 ROSEGROVE COURT, DALLAS TX 75248
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [xx] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) BRAY, BARNEY
Business or Residence Address (Number and Street, City, State, Zip Code) 3230 MAHAFFEY, PARIS TX 75460
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [xx] Executive Officer [xx] Director [] General and/or Managing Partner
Full Name (Last name first, if individual) ROTTNER, J. ANDREW
Business or Residence Address (Number and Street, City, State, Zip Code) 2707 JAMES STREET, DECATUR TX 76234
(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

					TOFFER						
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										Yes	No [>
											٠
											No [
Enter the information directly, any commissive curities in the offering sistered with the SE persons to be listed that broker or dealed of APPLICABLE	sion or sim g. If a pers C and/or w d are asso	nilar remu son to be vith a state	neration t listed is a e or state	for solicita an associa s, list the	ition of pu ited perso name of t	irchasers on or ager the broker	in connec it of a bro or dealer	tion with ker or de . If more	sales of aler than five		
Full Name (Last name	first, if ind	ividual)	N/A	PARTICULAR CALARANTAN ARTON CONTRACTOR CONTR	acondition of the contract of	Audentina voler e controlla in la describación de l	er (franklike for en system franklike for en system franklike for en system franklike for en system franklike	~ <u></u>	aurrancokcommunec, suacaabimierer aurrierer		
Business or Residence	e Address	(Number	and Stre	et, City, S	tate, Zip (Code)		**************************************	eumanistra anno anno anno anno anno anno anno an		
Name of Associated E	roker or D	ealer		Marie of the second sec		0000497796046004 46 0479797999660490	#yoosmii;04320#40;140;440#*********************************	a. f- ordef tild - Conganica saccas, etid om	After and the second section of the section of th		
States in Which Perso	n Listed H	as Solicit	ed or Inte	nds to So	licit Purcl	nasers	ng given to the latter with the state of the	totika k <u>astusy</u> en in ist ransi (isosian _k en	entituiden maria et Mille britanne		
Check "All States" or c	neck individ	Jual States)					[] All States		
AL] [AK] [AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
IL] [IN] [IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
MT] [NE] [NV	[HN]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
RI] [SC] [SD	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Full Name (Last name	first, if ind	lividual)									
Business or Residenc	e Address	(Number	and Stre	et, City, S	tate, Zip	Code)					
Name of Associated I	roker or D	ealer	unic alle descing ence genociae it eille Amy	М и к о чни и ро к со рушуу дуу 1989 н онгоссо	icota criffigy equacecourses desirinately type, a	Market Constant of Constant of Market Constant C	A CONTRACTOR OF THE PROPERTY O	######################################	AVER-COCKERNOON CONTRACTOR ARTHUROSCOLUS RECOL		
States in Which Person					licit Purc	hasers		_	7		
Check "All States" or o]] All States		
AL] [AK] [AZ		[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
IL] [IN] [IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]	
MT] [NE] [NV] [NH] I ITNI	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] (VA)	[ND] [WA]	(OH) (WV)	[OK]	[OR] [WY]	[PA] [PR]	

Full Na	ame (Las	t name fi	rst, if indi	vidual)								
Busine	ss or Re	sidence	Address	Number	and Stree	et, City, S	tate, Zip (Code)	······································	a ya ku ya ku ya ku 		
Name	of Assoc	iated Bro	ker or De	ealer	i (Liuwellianochna) casceur casceurcushi è	+(-4)*-(-4)*-(-4)*-(-4)*-(-4)* -(-4)*-(-4	ow conteque nt of the letters labeled com	eonous es concesses constant on the series	*Hiddlecic+Corcusalisuscences	occideoricaei ⁿ (AP ARC AN ACIAN GR OSCOMACIAN ABOC (12		
					ed or Inte		licit Purch	nasers		[] All States	i
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] (MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[MM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK]	[OR] [WY]	[PA] [PR]
Negamentus physika researce	(Use	e blank s	heet, or	copy an	d use ad	ditional	opies of	this she	et, as n	ecessary.)		
la lette lesse d'automatéries de seu la lette les seus de les de les seus de les seus de les seus de les seus de lette les seus de les seus de les seus de lette les seus de lette les seus de lette les seus de lette le seus de le seus de lette le seus de lette le seus de le seus de le seus de le seus de lette le seus de lette le seus de le seus	C. OFF	ERING I	PRICE, N	IUMBER	OF INVE	STORS,	EXPENS	ES AND	USE OF	PROCEE	DS	
amour excha	nt already nge offer	sold. Er	nter "0" if k this bo	answer i x " and in	s "none" (or "zero." the colum	If the tran	ing and the esaction is the amou	an	en e		•
110 00	ournies e	increa ioi	CAGRARY	ge and a	reddy exc	mangeu.				Aggreg	ate Amo	ount Already
					•••••					Offering \$	\$	Sold
	, ,		[x]	Common	[]	Preferred				\$6,200,00		00,000
F	Partnersh	ip Interes	its		rants)					\$ \$	\$ \$ \$	
	Total				Column 3			E.		\$ \$6,200,00		200,000
securi offerin securi	ties in thi igs under	is offering Rule 50 the aggre	and the 4, indicat gate dol	aggrega e the nur	te dollar a	amounts of ersons wh	of their pu no have p	nave purc rchases. urchased total lines	For			
										Number Investors	Doll of P	regate ar Amount urchases
1	Non-accre Total (fo	edited Inv r filings u	estors nder Rul	e 504 on	ly) Column 4	••••••	•••••	DE.		34	\$ 6	,200,000
			,	•		-						

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$
A. a. Furnish a statement of all expenses in connection with the issuance are distribution of the securities in this offering. Exclude amounts relating solely proganization expenses of the issuer. The information may be given as subject uture contingencies. If the amount of an expenditure is not known, furnish a sestimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Total Total D. Enter the difference between the aggregate offering price given in response and total expenses furnished in response to Part C - Question 4.a. This desired in the second in t	to ect to an [] [xx [xx	\$-0- \$ 1,000 \$15,000 \$] \$ 2,500] \$-0- \$-0- \$_3 \$18,500
'adjusted gross proceeds to the issuer."	r purpose is e. The total of set forth in	
5. Indicate below the amount of the adjusted gross proceeds to the issuer to proposed to be used for each of the purposes shown. If the amount for any not known, furnish an estimate and check the box to the left of the estimate the payments listed must equal the adjusted gross proceeds to the issuer steeponse to Part C - Question 4.b above.	purpose is a . The total of set forth in Payments to Officers, Directors, & Affiliates	Payments To Others
5. Indicate below the amount of the adjusted gross proceeds to the issuer of the oroposed to be used for each of the purposes shown. If the amount for any not known, furnish an estimate and check the box to the left of the estimate the payments listed must equal the adjusted gross proceeds to the issuer stresponse to Part C - Question 4.b above. Salaries and fees	purpose is e. The total of set forth in Payments to Officers, Directors, & Affiliates	Others _ []\$
5. Indicate below the amount of the adjusted gross proceeds to the issuer of corposed to be used for each of the purposes shown. If the amount for any not known, furnish an estimate and check the box to the left of the estimate the payments listed must equal the adjusted gross proceeds to the issuer stresponse to Part C - Question 4.b above. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery	purpose is a . The total of set forth in Payments to Officers, Directors, & Affiliates	Others []\$ _ []\$
5. Indicate below the amount of the adjusted gross proceeds to the issuer of corposed to be used for each of the purposes shown. If the amount for any not known, furnish an estimate and check the box to the left of the estimate the payments listed must equal the adjusted gross proceeds to the issuer stresponse to Part C - Question 4.b above. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment	Payments to Officers, Directors, & Affiliates []\$ []\$ []\$	Others _ []\$ []\$
5. Indicate below the amount of the adjusted gross proceeds to the issuer of proposed to be used for each of the purposes shown. If the amount for any not known, furnish an estimate and check the box to the left of the estimate the payments listed must equal the adjusted gross proceeds to the issuer stresponse to Part C - Question 4.b above. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer	purpose is e. The total of set forth in Payments to Officers, Directors, & Affiliates []\$[]\$	Others []\$ []\$ []\$ []\$
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Payments to Officers, Directors, & Affiliates []\$ []\$ []\$ []\$ []\$ []\$ []\$	Others []\$ []\$ []\$ []\$ []\$ [x]\$6,181,500
5. Indicate below the amount of the adjusted gross proceeds to the issuer of proposed to be used for each of the purposes shown. If the amount for any not known, furnish an estimate and check the box to the left of the estimate the payments listed must equal the adjusted gross proceeds to the issuer stresponse to Part C - Question 4.b above. Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness	Payments to Officers, Directors, & Affiliates []\$ []\$ []\$ []\$ []\$ []\$ []\$ []\$ []\$ []\$ []\$	Others []\$ []\$ []\$ []\$ []\$ [x]\$6,181,500
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Payments to Officers, Directors, & Affiliates []\$ []\$ []\$ []\$ []\$ []\$ []\$	Others []\$ []\$ []\$ []\$ [x]\$6,181,500 []\$ []\$ []\$
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify):	Payments to Officers, Directors, & Affiliates []\$	Others [] \$
Salaries and fees Purchase of real estate Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify):	Payments to Officers, Directors, & Affiliates []\$	Others []\$

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
CHISHOLM BANCSHARES, INC.	WIV	1426/04
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
WILLIAM D. VAUGHAN	PRESIDENT	

ATTENTION								
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.								
1001)								

Yes No
[] [XX]

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
OUTOUGLA BANGOLIA BEOLINO		Name of the state
CHISHOLM BANCSHARES, INC.		
Name of Signer (Print or Type)	Title (Print or Type)	
WILLIAM D. VAUGHAN	PRESIDENT	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3		pour group group group and the state of the state group g The state of the state group gro	4	P-7-450-450-450-450-450-450-450-450-450-450	5 Disqualifi		
TATALAHAN AMBAR SERPANANANAN AMBARAKAN AMBARAKAN AMBARAKAN AMBARAKAN AMBARAKAN AMBARAKAN AMBARAKAN AMBARAKAN A	Intend to to non-acc investors (Part B-I	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL	***************************************				***************************************					
AK	,					errana manada (1-1)-10-10-10-10-10-10-10-10-10-10-10-10-10-	-100100100100100100100100100100100100100	yan yang gara sara (taribi), so in dinadika ila dinadosaran.	***************************************	
ΑZ		<u> </u>	***************************************	·····		er traduci del colònic dell'erit i en en en en en en en en en den est en en en en en en dell'eri		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	#0 1 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	
AR		Ì						yang ang ang ang tingkan di tingkan di tingkan manakan na ang ang ang ang ang ang ang ang an	para na nagy anggai ni ni Amban ila nadabbina	
CA	**************************************								and the special control of the second	
СО										
СТ										
DE	and a supplied to the supplied of the supplied	· (a)		angennya para agas apikki karantaka karikaka nankanananan	A CONTRACTOR OF THE PROPERTY AND ADDRESS ASSESSMENT ASS			and the second s	anggan ku san nagangan Pan Mahid na Masanagan san	
DC										
FL	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	<u> </u>								
GA			-		-					
HI							ļ			
ID	·····									
1L										
IN IA							ļ		ļ	
KS										
KY	***********************************	***************************************		***************************************				1	I	
LA		1						1		
ME								1		
MD	: :	<u> </u>		***************************************	<u> </u>				<u> </u>	
MA		\				<u> </u>		<u> </u>		
MI		İ								
MN	<u> </u>	 						<u> </u>		
MS		Ì					İ	· · · · · · · · · · · · · · · · · · ·	4	
MO	gylon nyago nagyo yayahad dada mada kada ahid da manayang n B	T			***************************************		***************************************	***************************************		
MT										
NE				TO THE PROPERTY OF THE PARTY OF	- the come of creethers to the contract of				<u> </u>	
NV		L			<u></u>					
NH	*									
NJ	ļ								The said the	
NM	1							ļ	<u> </u>	
NY							<u> </u>	<u> </u>	<u> </u>	
NC		<u> </u>			ļ					
ND					<u> </u>		<u> </u>			
OH					ļ		1			
OK		<u> </u>	<u> </u>				<u> </u>		***************************************	

OR		***************************************						
PA								
RI			v					
SC								
SD							ļ	
TN								
тх	X	Common Stock \$5,925,000	33	\$5,925,000	-0-	-0-		X
UT			***************************************					
VT			***************************************					
VA								
WA		and appeal to the second of the form of the second of the		A STATE OF THE STA				
W								
WI		enterne 2001 i Martino di Constanti i antico di Constanti i Antico di Constanti i Constanti i Constanti i Cons	CONTRACTOR OF THE CONTRACTOR O		en, especie, a surproducionalistici de la Productiva Productiva (de la Productiva de la Productiva de la Productiva			
WY								
PR								

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002